Fill in this information to identify the case:

Debtor Name All Year Holdings Limited

United States Bankruptcy Court for the: Southern District of New York

Case number: 21-12051 (MG)

Official Form 426

Periodic Report Regarding Value, Operations, and Profitability of Entities in Which the Debtor's Estate Holds a Substantial or Controlling Interest

12/17

This is the *Periodic Report* as of May 31, 2022 on the value, operations, and profitability of those entities in which All Year Holdings Limited (the "Debtor") holds a substantial or controlling interest (a "Controlled Non-Debtor Entity"), as required by Bankruptcy Rule 2015.3. For purposes of this form, "Debtor" shall include the estate of such Debtor.

The Debtor holds a substantial or controlling interest in the following entities:

Name of Controlled Non-Debtor Entity	Interest of the Debtor	Tab #
See Exhibit A-1		

This *Periodic Report* contains separate reports (*Entity Reports*) on the value, operations, and profitability of each Controlled Non-Debtor Entity.

Each Entity Report consists of five exhibits.

Exhibit A contains the most recently available: balance sheet, statement of income (loss), statement of cash flows, and a statement of changes in shareholders' or partners' equity (deficit) for the period covered by the Entity Report, along with summarized footnotes.

Exhibit B describes the Controlled Non-Debtor Entity's business operations.

Exhibit C describes claims between the Controlled Non-Debtor Entity and any other Controlled Non-Debtor Entity.

Exhibit D describes how federal, state or local taxes, and any tax attributes, refunds, or other benefits, have been allocated between or among the Controlled Non-Debtor Entity and any Debtor or any other Controlled Non-Debtor Entity and includes a copy of each tax sharing or tax allocation agreement to which the Controlled Non-Debtor Entity is a party with any other Controlled Non-Debtor Entity.

Exhibit E describes any payment, by the Controlled Non-Debtor Entity, of any claims, administrative expenses or professional fees that have been or could be asserted against any Debtor, or the incurrence of any obligation to make such payments, together with the reason for the entity's payment thereof or incurrence of any obligation with respect thereto.

This Periodic Report must be signed by a representative of the trustee or debtor in possession.

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The undersigned, having reviewed the Entity Reports for each Controlled Non-Debtor Entity, and being familiar with the Debtor's financial affairs, verifies under the penalty of perjury that to the best of his or her knowledge, (i) this Periodic Report and the attached Entity Reports are complete, accurate, and truthful to the best of his or her knowledge, and (ii) the Debtor did not cause the creation of any entity with actual deliberate intent to evade the requirements of Bankruptcy Rule 2015.3

For non-individual Debtors:	★ /s/ Assaf Ravid Signature of Authorized Individual Assaf Ravid – CEO & CRO of All Year Holdings Limited Printed name of Authorized Individual Date 08 / 03 / 2022 MM/ DD /YYYY	
For individual Debtors:	×	×
	Signature of Debtor 1	Signature of Debtor 2
	Printed name of Debtor 1	Printed name of Debtor 2
	DateMM/_DD_/YYYY	DateMM/ DD /YYYY

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Debtor Name All Year Holdings Limited Case number 21-12051 (MG)

Exhibit A: Financial Statements for Each of the Controlled Non-Debtor Entities

Debtor Name All Year Holdings Limited Case number 21-12051 (MG)

Exhibit A-1: Balance Sheet for Each of the Controlled Non-Debtor Entities as of May 31, 2022

Source is the books and records of the Debtor and the Controlled Non-Debtor Entities. To the best of the Debtor's knowledge and belief, the following represents the most current information on the value of the Debtor's interest in each of the Controlled Non-Debtor Entities.¹

No.	Name of Controlled Non-Debtor Entity	Interest of Debtor	Value of Debtor's Interest ²
1.	101 Quincy LLC	50%	\$ 1,357,757.00
2.	1012 Willoughby Avenue LLC	50%	\$ 583,439.00
3.	1044 Flushing Avenue LLC	100%	\$ 844,805.00
4.	1055 Dean LLC	100%	\$ 1,988,222.00
5.	1058 Bergen Street LLC	50%	\$ 755,155.00
6.	1088 Bedford Ave LLC	50%	\$ 618,728.00
7.	1136 Willoughby LLC	100%	\$ 567,906.00
8.	1159 Dean LLC	50%	\$ 1,076,506.00
9.	1221 Atlantic Avenue LLC	100%	\$ 1,671,334.00
10.	125 Leonard LLC & 133-135 Leonard LLC	50%	\$ 1,955,728.00
11.	132 Havemeyer St LLC	50%	\$ 2,315,300.00
12.	132A Stanhope LLC	17%	\$ 210,493.00
13.	1358 Dekalb LLC	50%	\$ 489,063.00
14.	136 Kingsland LLC	50%	\$ 355,185.00
15.	1361 Greene LLC	50%	\$ 580,682.00
16.	1418 Putnam Avenue LLC	100%	\$ 821,334.00

¹ Balance Sheets for each Controlled Non-Debtor Entity will be made available to the US Trustee's office upon request.

² The value of the Debtor's interest in each of the Controlled Non-Debtor Entities reflects the Debtor's share of the net equity value of each of the Controlled Non-Debtor Entities, which has been calculated based on the Debtor's most recent appraisal values of the properties directly or indirectly owned by such Controlled Non-Debtor Entities as of December 31, 2021, except for 430 Albee Square LLC which is as of September 2021. The value of the Debtor's interests in TLG North LLC and 430 Albee Square LLC, however, are as of December 2021.

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17.	1420 Putnam Avenue LLC	100%	\$ 882,684.00
18.	143 N8 C3 Realty Investors LLC	100%	\$ 1,749,933.00
19.	145 Driggs LLC	50%	\$ 1,261,967.00
20.	161 Meserole LLC	50%	\$ 608,755.00
21.	161 Troutman LLC	50%	\$ 204,993.00
22.	163 Troutman Realty LLC	100%	\$ 733,755.00
23.	165 Central Avenue Realty LLC	50%	\$ 339,159.00
24.	166 Harman Realty LLC	100%	\$ 846,039.00
25.	170 Knickerbocker LLC	50%	\$ 454,653.00
26.	189 Menahan LLC	67%	\$ 221,963.00
27.	192 BSD Realty LLC	50%	\$ 496,834.00
28.	198 Scholes LLC	65%	\$ 570,044.00
29.	199 Weirfield LLC	50%	\$ 367,368.00
30.	212-214 Grand LLC	50%	\$ 1,304,977.00
31.	215 Himrod LLC	50%	\$ 364,332.00
32.	222 Stanhope II LLC	50%	\$ 902,657.00
33.	226 Troutman LLC	50%	\$ 484,176.00
34.	231 Jefferson LLC	100%	\$ 929,137.00
35.	233 Jefferson LLC	100%	\$ 987,374.00
36.	236 Meserole LLC	50%	\$ 989,026.00
37.	238 Troutman LLC	75%	\$ 853,230.00
38.	239 Troutman LLC	50%	\$ 500,029.00
39.	242 Troutman LLC	75%	\$ 742,708.00
10.	247 Troutman LLC	50%	\$ 491,544.00
11.	252 Grand LLC	50%	\$ 1,329,131.00
12.	254 Palmetto Street LLC	100%	\$ 466,467.00
43.	259 Evergreen Realty LLC	100%	\$ 1,977,319.00

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44.	271 Metropolitan LLC	58%	\$ 8,503,074.00
45.	273 Driggs LLC	50%	\$ 829,319.00
46.	273 Skillman St LLC	100%	\$ 878,133.00
47.	274 Jefferson LLC	50%	\$ 910,229.00
48.	277 Classon LLC	100%	\$ 1,786,313.00
49.	28 Wilson LLC	50%	\$ 558,853.00
50.	283 Nostrand Ave Realty LLC	50%	\$ 485,478.00
51.	30 Driggs LLC	50%	\$ 467,607.00
52.	300 Troutman LLC	90%	\$ 381,471.00
53.	305 Grand LLC	50%	\$ 476,524.00
54.	307 Devoe LLC	100%	\$ 1,980,276.00
55.	311 Melrose LLC	100%	\$ 1,075,902.00
56.	335 St. Nicholas LLC	100%	\$ 1,430,528.00
57.	360 Decatur LLC	67%	\$ 920,080.00
58.	3609 15th Avenue LLC	100%	\$ 968,291.00
59.	3611 15th Avenue LLC	50%	\$ 394,597.00
60.	378 Lewis LLC	100%	\$ 2,490,940.00
61.	392 St Marks LLC	50%	\$ 2,511,101.00
62.	401 Suydam LLC	50%	\$ 348,890.00
63.	430 Albee Square LLC	100%	\$ -
64.	461 Park Place LLC	75%	\$ 1,834,344.00
65.	469 Park Place LLC	75%	\$ 1,353,935.00
66.	473 Park Place LLC	50%	\$ 782,785.00
67.	48 Wilson LLC	50%	\$ 499,179.00
68.	506 Dekalb LLC	100%	\$ 2,050,393.00
69.	54 Lewis LLC	100%	\$ 880,912.00
70.	57-59 Grand LLC	50%	\$ 1,405,972.00

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tor Name	All Year Holdings Limited	Case number <u>21-12051 (N</u>	MG)
71.	574 Broadway LLC	50%	\$ 857,726.00
72.	591 Franklin LLC	100%	\$ 1,275,152.00
73.	648 Myrtle Ave LLC	100%	\$ 2,753,235.00
74.	65 Kent Mezz LLC	100%	\$ 2,386,597.00
75.	654 Park Place LLC	50%	\$ 915,918.00
76.	679-681 Classon Avenue LLC	50%	\$ 643,052.00
77.	69 Stockholm Street LLC	50%	\$ 623,281.00
78.	690 Prospect Place LLC	50%	\$ 1,432,127.00
79.	694 Franklin Avenue LLC	50%	\$ 913,457.00
80.	697 Prospect Place LLC	100%	\$ 1,060,047.00
81.	71 Wilson LLC	50%	\$ 583,146.00
82.	716 Jefferson Ave LLC	50%	\$ 916,879.00
83.	778 Lincoln Place LLC	50%	\$ 698,933.00
84.	78 Havemeyer LLC	50%	\$ 1,986,214.00
85.	79 South 6th Street LLC	50%	\$ 1,047,924.00
86.	82 Jefferson LLC	50%	\$ 1,708,694.00
87.	871 Grand LLC	50%	\$ 813,538.00
88.	90 Wilson LLC	100%	\$ 713,778.18
89.	916 Madison St LLC	50%	\$ 498,968.00
90.	A&M Park Enterprises LLC	50%	\$ 1,267,452.00
91.	All Year Holdings LLC ³	100%	\$ 75,435,220.00
92.	Bedford Living LLC	50%	\$ 738,044.00

³ Following entry of the Court's order, dated January 25, 2022 [ECF No. 34], approving the comprehensive settlement and restructuring involving All Year Equity Partners, LLC, an indirect non-debtor subsidiary of All Year Holdings LLC, the respective parties closed on the recapitalization agreement and the other transactions contemplated thereby on February 3, 2022. For purposes of this 2015.3 report, as a result of the closing of these transactions, the reported residual value of the Debtor's interest in All Year Holdings LLC has been reduced by approximately \$39,857,916 in total aggregate amount. Notwithstanding the foregoing, \$81,000,000 of equity in All Year Holdings LLC is directly attributable to the inclusion of Smith Street Owner LLC, an indirect non-debtor subsidiary of All Year Equity Partners, LLC, which owns 455-479 Smith Street, Brooklyn, New York.

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btor Name	All Year Holdings Limited	Case number <u>21-12051 (MG</u>	
93.	Dodworth Enterprise LLC	60%	\$ 753,156.00
94.	Grove Palace LLC	100%	\$ 812,085.00
95.	Gunther Apartments Corp	100%	\$ 671,491.00
96.	Harman Towers LLC	50%	\$ 816,200.00
97.	Hudson View Realty LLC	50%	\$ 2,753,033.00
98.	Knickerbocker St Holdings LLC	75%	\$ 2,747,213.00
99.	Lavan Equities LLC	50%	\$ 550,153.00
100.	Ralph & Ralph Properties LLC	50%	\$ 1,088,075.00
101.	The Henrica Group LLC	100%	\$ 1,067,105.00
102.	The Troutman Residence LLC	100%	\$ 623,959.00
103.	TLG North LLC	100%	\$ 570,290.00
104.	West Tremont Housing LLC	100%	\$ 716,097.00
105.	WWW 888 Realty Inc.	100%	\$ 1,066,255.00
106.	Y & M Management LLC	75%	\$ 1,066,255.00
107.	YG WV LLC	100%	\$ (16,078,147.00)

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Exhibit A-2: Statement of Income (Loss) for each of the Controlled Non-Debtor Entities as of May 31, 2022

Source is the books and records of the Debtor and the Controlled Non-Debtor Entities.⁴

⁴ Statements of Income (Loss) for each Controlled Non-Debtor Entity will be made available to the US Trustee's office upon request.

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Exhibit A-3: Statement of Cash Flows for the Controlled Non-Debtor Entities

To the best of the Debtor's knowledge and belief, the Controlled Non-Debtor Entities have not historically produced cash flow statements.

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Exhibit A-4: Statement of Changes in Shareholders'/Partners' Equity (Deficit) for the Controlled Non-Debtor Entities

To the best of the Debtor's knowledge and belief, the Controlled Non-Debtor Entities have not historically produced such a report. The estimated value of the Debtor's equity interest in each Controlled Non-Debtor Entity, based on the Debtor's most recent appraisal values as of December 31, 2021, is reported in Exhibit A-1 above.

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Exhibit B: Description of Operations for the Controlled Non-Debtor Entities

Each of the Controlled Non-Debtor Entities directly or indirectly owns and operates residential and commercial properties. Substantially all of the properties are located in Brooklyn, New York.

The Debtor's interest in each of the Controlled Non-Debtor Entities as reported in Exhibit A-1 above was derived from the most recent Operating Agreement for each of the Controlled Non-Debtor Entities.

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Exhibit C: Description of Intercompany Claims

To the best of the Debtor's knowledge and belief, there are no claims between the Controlled Non-Debtor Entities.

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Exhibit D: Allocation of Tax Liabilities and Assets

To the best of the Debtor's knowledge and belief, none of the Controlled Non-Debtor Entities are parties to any tax sharing agreements. The Debtor and each of the Controlled Non-Debtor Entities are pass-through entities for tax purposes.

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Exhibit E: Description of Controlled Non-Debtor Entity's payments of Administrative Expenses, or Professional Fees otherwise payable by a Debtor

To the best of the Debtor's knowledge and belief, none of the Controlled Non-Debtor Entities have made payments on account of any claims, administrative expenses or professional fees that have been or could be asserted against the Debtor, or have incurred any obligations to make such payments.